

EXHIBIT TE 1024

Fwd: JV Agreement

Jose Magsaysay Jr <josemagsaysay@yahoo.com>

Mon 6/14/2010 2:05 AM

To: Lyndah Bartolome <esbartolome@gmail.com>

Cc: Amit 1 direct <amitneman@yahoo.com>; Guy koren <guyk23@hotmail.com>; Amir Jacoby <ajacoby88@gmail.com>; C Marivic Bermejo <marvsbermejo@yahoo.com>; Jojo G. Montinola <josemontinola@yahoo.com>; c Ricky Montelibano <ricky_montelibano@yahoo.com.ph>; c Banz Banzon <banzbazon@yahoo.com>; ben olivas <benolivas@yahoo.com>

Lyndah,

It will be the LA group who will furnish Marl copy of the JV agreement, not us.

At this point Mark is not an officer, owner, shareholder or agent of the JV company.

We will not put in the JV agreement about Mark being a non-voting independent director since I am now leaning towards changing my mind about him being part of the board of the JV company when to this point he has not proven, to my satisfaction, that he thinks like us and the LA group (Amit, Guy and Amir).

We begun on mutual trust and this will be a key value the the JV company shall have. Any person bringing distrust to start a relationship with the JV company should be looked at with concern.

The time we proffesionalize and have proffesional managers running things for us is the time we should let contracts and agreements with lawyers concern be ahead of trust.

That's why to those who join our journey at this point when all we have is trust, I value them and their partnership and we should reep the benefits if trusting as blindly.

Suggested name PC Company, PCMC

Jo

sent via iPhone

Begin forwarded message:

From: Lyndah Bartolome <esbartolome@gmail.com>

Date: June 14, 2010 4:09:27 PM GMT+08:00

To: Jose Magsaysay Jr <josemagsaysay@yahoo.com>, "Jojo G. Montinola" <josemontinola@yahoo.com>, Marvs Bermejo <marvsbermejo@yahoo.com>, Ricky Montelibano <ricky_montelibano@yahoo.com.ph>, "amitneman@yahoo.com" <amitneman@yahoo.com>, guy LA <guyk23@hotmail.com>, Amir Jacoby <ajacoby88@gmail.com>

Subject: JV Agreement

To the JV Co Board:

It is Monday here in Manila and will be Monday tomorrow in the US, so I would like to make a final call for all reactions, comments and feedback on the JV Agreement I sent to all last week. If by tomorrow I do not get any e mail from you, I will conclude that is this fine with all of you and I will proceed in sending the draft to Ben for finalization.

- Please note that we will be paying for Ben's time to do the final JV Agreement and we do not want to incur more expense if there will be other revisions after the final Agreement is done.
- To the LA Team, I remembered Amit wanted to give Mark a copy, I will request a follow up on his final thoughts on this. I think this draft should be sufficient since we already included matters we discussed over lunch in Los Angeles.
- Jojo already sent his feedback and will include his notes.

On the JV Company, I would like to summarize the points raised in all the exchange of e mails:

- We get the services of Ben DLA Piper or another company that will start the registration process of the JV Company.
- We will get a new name for the JV Company as we will no longer use the PCEM registered company originally. Any suggestions?
- Would welcome any suggestion on a company that does registration of LLC Companies besides DLA Piper.

Will appreciate feedback from you.

Kindest regards.

Lyndah

On 6/13/2010 10:36 PM, Jose Magsaysay Jr wrote:

Thank you for the update Partner :)

We appretiate all the effort and hard work you ate doing

Take care

Jo

sent via iPhone

On Jun 14, 2010, at 12:08 PM, amitneman@yahoo.com wrote:

Hey Partner,

Just wanted to give you a quick update, had a great day!

I have no problems filling for our own LLC with Ben. All we have to do is come up with a name...

Had 2 good meetings today. Getting the next batch of franchisees ready so we can close them out as soon as Kim allows us to. Closed out at Fri at 880, Sat 1588 and today at 1310 so things are heating up.

We are going to keep working on all the procedures. We will need a to decide on our food display and heat lamps this week.

We are also finalizing everything with Topanga and starting to train them this week, having some "problems" with Sam but we'll work it out..

Hope all is well and I'll send you more details this week.

Amit

Sent via BlackBerry from T-Mobile

From: Jose Magsaysay Jr <josemagsaysay@yahoo.com>
Date: Sun, 13 Jun 2010 00:59:25 -0700 (PDT)
To: Amit Neman <amitneman@yahoo.com>
Cc: ben olivas <benolivas@yahoo.com>; Ben Olivas <Ben.Olivas@dlapiper.com>; Lyndah Bartolome <esbartolome@gmail.com>; Lyndah Bartolome <esbartolome@gmail.com>; Jojo G. Montinola <josemontinola@yahoo.com>; ricky_montelibano@yahoo.com.ph <ricky_montelibano@yahoo.com.ph>; Marvs Bermejo <marvsbermejo@yahoo.com>; Amir Jacoby <ajacoby88@gmail.com>; Guy koren <guyk23@hotmail.com>
Subject: Re: New Fax Message from (818) 881-2804 on 06/09/2010 at 10:45 AM

Amit,

Mark's involvement in the set-up of this company as an organizer or as an Agent of Process is not acceptable.

Thank you

Jo

sent via iPhone

On Jun 13, 2010, at 2:44 PM, Amit Neman
<amitneman@yahoo.com> wrote:

To All Concerned:

I wanted to apologize for this little confusion, I sent
(and verified) the wrong documents.

Attached are the Articles for PCE Management LLC,
where Mark is only an "Organizer" and "Agent of
Process". Ben, is this ok?

On a brighter note, we closed out today at \$1588 and
we are meeting 2 potential franchisees tomorrow.

Amit

From: "Jose P. Magsaysay, Jr."
<josemagsaysay@yahoo.com>
To: ben olivas <benolivas@yahoo.com>; Ben Olivas
<Ben.Olivas@dlapiper.com>; Lyndah Bartolome
<esbartolome@gmail.com>
Cc: Lyndah Bartolome <esbartolome@gmail.com>; Amit 1
direct <amitneman@yahoo.com>; Jojo G. Montinola
<josemontinola@yahoo.com>;
ricky_montelibano@yahoo.com.ph; Marvs Bermejo
<marvsbermejo@yahoo.com>; Amir Jacoby
<ajacoby88@gmail.com>; Guy koren
<guyk23@hotmail.com>
Sent: Sat, June 12, 2010 9:23:37 AM
Subject: Re: Fwd: New Fax Message from (818) 881-2804
on 06/09/2010 at 10:45 AM

To All Concerned:

I am rejecting this document because it has Mark
Tung all over this document and I see him as an
Incorporator in this document.

Lyndah, Can we find another party to incorporate
this JV mgmt company.

jo

From: Jose Magsaysay Jr <josemagsaysay@yahoo.com>
To: ben olivas <benolivas@yahoo.com>; Ben Olivas
<Ben.Olivas@dlapiper.com>
Cc: Lyndah Bartolome <esbartolome@gmail.com>; Amit 1
direct <amitneman@yahoo.com>
Sent: Thu, June 10, 2010 6:59:34 AM
Subject: Fwd: New Fax Message from (818) 881-2804 on

Hi Ben,

Forwarding to you incorporation documents of PCEM
sent to me by Amit, PCEM-CEO.

Regards

Jo

sent via iPhone

Begin forwarded message:

From: amitneman@yahoo.com
Date: June 10, 2010 1:54:52 AM
GMT+08:00
To: "Jo Magsaysay"
<josemagsaysay@yahoo.com>, "Lyndah"
<esbartolome@gmail.com>
Subject: Fw: New Fax Message from
(818) 881-2804 on 06/09/2010 at 10:45
AM
Reply-To: amitneman@yahoo.com

Hi Guys,

Hope all is well! Looks like we have a
great franchisee for some locations in
Long Beach.

Here are the incorporation documents for
PCEM.

Please forward to Ben. Amir has the
originals.

Amit

Sent via BlackBerry from T-Mobile

From: "RingCentral"
<notify@ringcentral.com>
Date: Wed, 9 Jun 2010 10:45:50 -0700
To: Amit
Nemanim<amitneman@yahoo.com>
Subject: New Fax Message from (818)
881-2804 on 06/09/2010 at 10:45 AM

You Have a New Fax Message

From: (818) 881-2804
ID #: 17434

Received: Wednesday, June 09, 2010 at 10:45 AM

Pages: 11

To: (888) 810-1174 (Amit Nemanim)

To view this message, please open the attachment or login to your RingCentral account by clicking [here](#).

Thank you for using *RingCentral*.

<PCEM DOCUMENTS.pdf>